

# **EXHIBIT G**

## **EXHIBIT 45**



O'Melveny & Myers LLP  
610 Newport Center Drive  
17<sup>th</sup> Floor  
Newport Beach, CA 92660-6429

T: +1 949 823 6900  
F: +1 949 823 6994  
omm.com

March 31, 2020

Elizabeth L. McKeen  
D: +1 949 823 7150  
emckeen@omm.com

**VIA E-MAIL**

Gaspard Rappoport  
Kelly DiBlasi  
Gabriel Morgan  
Gregory Silbert  
Reed Collins  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153

John Hughes, III  
Atara Miller  
Grant Mainland  
MILBANK LLP  
55 Hudson Yards  
New York, New York 10001

Howard Hawkins  
Mark Ellenberg  
William Natbony  
Casey Servais  
CADWALADER, WICKERSHAM & TAFT LLP  
200 Liberty Street  
New York, New York 10281

Jason Callen  
Martin Sosland  
BUTLER SNOW LLP  
5430 Lyndon B. Johnson Freeway, Suite 1200  
Dallas, Texas 75240  
1530 3<sup>rd</sup> Avenue South, Suite 1600  
Nashville, Tennessee 37201

Re: **In re Fin. Oversight & Mgmt. Bd., No. 17-BK-3283-LTS – Discovery on Lift Stay  
Motions – Movants' Letters Dated March 23, 2020**

Counsel:

We write in response to the discovery related complaints set forth in your March 23, 2020 letter. We received your letter dated March 30, 2020 and will respond under separate cover.

**1. Account Opening Documents & Account Statements**

The Government Parties made clear at the March 4, 2020 Omnibus Hearing that account opening statements may not exist in the Government's records. See Mar. 4, 2020 Tr. at 231-232. While AAFAF has been able to obtain records from the Government Development Bank for Puerto Rico, the Department of the Treasury of Puerto Rico, Puerto Rico Infrastructure Financing Authority, Puerto Rico Convention Center District Authority and the Puerto Rico Tourism Company, AAFAF's production from government files (which is complete), is necessarily limited to those documents that actually exist in those files. As we have stated in numerous meet and confer letters, AAFAF requested account-opening documents for all accounts identified in the flow of funds from third-party banking institutions, and to the extent we received any documents in response to that request, we provided them to you. Nothing more is required. See Dkt No. 12080 at 4 (holding only that "The Government Parties shall make reasonable efforts to obtain account opening documents from the appropriate financial institutions if such information is not in the Government Parties' possession.").

AAFAF has produced account opening documents and other account documents provided by third party financial institutions in response to that document request for the vast majority of accounts, including those referred to in your letter. The below identifies the account-opening documents and other account documents that have been produced for each account in the flow of funds for CCDA, PRIFA, and HTA.

Account	Opening Documents or other Documents Produced	Date
<b>CCDA</b>		
Banco Popular -9458	CW_STAY0010563 - CW_STAY0010566	March 16
Banco Popular -6545	CCDA_STAY0006943	March 16
Banco Popular -2306	CCDA_STAY0006938 - CCDA_STAY0006942	March 16
BONY Accounts	In response to AAFAF's request for account opening materials, we received from BONY copies of the Trust Agreement and the First Amended Trust Agreement, which were produced. See CCDA_STAY0012850 - CCDA_STAY0012890; CCDA_STAY0013798 - CCDA_STAY0013855	March 18 <sup>1</sup>
First Bank- 2984	CCDA_STAY0013856 - CCDA_STAY0013884	March 26
First Bank -3961	CCDA_STAY0013885 - CCDA_STAY0013925	March 26
GDB -0006	CW_STAY0033985 - CW_STAY0034019	March 18
GDB -6048	AAFAF located the first trade ticket in GDB's files, which was produced. See CW_STAY0034114. AAFAF was unable to locate an account-opening document in GDB's files.	March 27
GDB -9758	AAFAF was unable to locate an account-opening document in GDB's files.	N/A
GDB -9947	CCDA_STAY0006780 - CCDA_STAY0006786	March 16
Scotiabank -5138, -5142, 5144	Scotiabank's assets in Puerto Rico were purchased by Oriental Bank. After a search of Scotiabank historical records, Oriental Bank provided a collection of materials it located that pertain to Tourism's Scotiabank Accounts, which were produced to you. CCDA_STAY0006822 - CCDA_STAY0006935	March 16
<b>PRIFA</b>		
Banco Popular -9458	CW_STAY0010563 - CW_STAY0010566	March 16
Banco Popular -2882	PRIFA_STAY0003510 - PRIFA_STAY0003517	March 16
Citibank -9028	CW_STAY0034028 - CW_STAY0034048	March 20
GDB -0006	CW_STAY0033985 - CW_STAY0034019	March 18
GDB -0704	PRIFA_STAY0004663 - PRIFA_STAY0004664	March 11 <sup>2</sup>
GDB -1891	PRIFA_STAY0004737 - PRIFA_STAY0004742	March 11 <sup>3</sup>
GDB -6048	AAFAF located the first trade ticket in GDB's files, which were produced. See CW_STAY0034114. AAFAF was unable to locate an account-opening document in GDB's files.	March 27
US Bank -0002	U.S. Bank has refused to provide account-opening documents for Account No. [REDACTED] 0-002, stating that it	N/A

<sup>1</sup> Reproduced on March 22, 2020 with the correct bates prefix.

<sup>2</sup> Reproduced on March 26, 2020 with the correct bates prefix.

<sup>3</sup> Reproduced on March 29, 2020 with the correct bates prefix.

	does not have ready access to the documents, and does not typically provide these internal forms to outside parties. The Government Parties have fully satisfied their obligations under the Court's order on the Monolines' Motions to Compel. See Dkt No. 12080 at 4 (holding only that "The Government Parties shall make reasonable efforts to obtain account opening documents from the appropriate financial institutions if such information is not in the Government Parties' possession.").	
<b>HTA</b>		
Banco Popular 5116	HTA_STAY0028954 - HTA_STAY0028965	March 16
Banco Popular -9458	CW_STAY0010563 - CW_STAY0010566	March 16
Banco Popular -5191	CW_STAY0010559 - CW_STAY0010562	March 16
Banco Popular -9857	CW_STAY0010567 - CW_STAY0010570	March 16
Banco Popular -0303, -6438, -6411	We produced the Toll Escrow agreement that relates to these accounts. See HTA_STAY0036002 - HTA_STAY0036136. We have not received any additional opening materials from Banco Popular in connection with these accounts.	March 20
BONY Accounts	HTA_STAY0029630 - HTA_STAY0029645 HTA_STAY0029691 - HTA_STAY0030002	March 17 March 17
GDB -0006	CW_STAY0033985 - CW_STAY0034019	March 18
GDB -3466	HTA_STAY0011754 - HTA_STAY0011759	March 11
GDB -4276	HTA_STAY0011760 - HTA_STAY0011764;	March 11
GDB -6048	AAFAF located the first trade ticket in GDB's files, which were produced. See CW_STAY0034114. AAFAF was unable to locate an account-opening document in GDB's files.	March 27
GDB -9839	HTA_STAY0035976 - HTA_STAY0036001	March 18
Oriental Bank -9874	HTA_STAY0028880 - HTA_STAY0028917	March 16

In addition, AAFAF also produced the master account agreement between Banco Popular and the Commonwealth of Puerto Rico, and its amendments, on March 20, 2020. (CW\_STAY0034049 - CW\_STAY0034087).

For PRIFA, the Banco Popular Account No. [REDACTED] 2858 is not in the flow of funds for the first \$117 million of rum tax revenue and, as such, is outside the current limited scope of discovery. Nonetheless, the Banco Popular opening documents that apply to this account, among others, were produced at PRIFA\_STAY0003502 - PRIFA\_STAY0003517.

We produced the account statements for GDB Account No. [REDACTED] 020-8, Banco Popular Account No. [REDACTED] 5210, and Oriental Bank Account No. [REDACTED] 2489. See HTA\_STAY0013057 - HTA\_STAY0013169; HTA\_STAY0046881 - HTA\_STAY0047132.

## **2. Transmittal Information**

Consistent with the agreement memorialized in Judge Dein's March 5, 2020 Order, AAFAF has produced all of the transmittal letters in its possession, custody and control.<sup>4</sup> See Mar. 5, 2002 Order ¶¶ 2.a.; Hrg. Tr. 458:23-249:6.

The accounting entries from 2014 and 2015 produced at PRIFA\_STAY0001066 are printouts included in Treasury's paper files containing transfer information for PRIFA. We have produced the responsive documents that were located in those files. AAFAF is under no obligation to individually investigate each transfer of Rum Tax revenues in its accounting systems, and AAFAF has made clear it was never undertaking that exercise. AAFAF reasserts its objection that Movants' request that AAFAF compile and produce accounting entries for every transfer of rum taxes from January 1, 2014 onward as untimely and unreasonable. Nevertheless, in the spirit of compromise, we are working with Treasury to determine if it has personnel available to access the accounting system and compile accounting entries pertaining to Rum Tax revenues similar to what was produced at PRIFA\_STAY0001066.

## **3. Statements, Reconciliations, Reports, and Other Documents for Fund 278**

As noted in Judge Dein's March 5, 2020 Order, the Government Parties agreed to produce account statements and transmittal information "for any account that--at any point from January 2015 to present - has been used for the deposit, holding, or transfer of Excise Taxes, including so-called 'pass through' accounts." Mar. 5, 2020 Order ¶¶1.a. Fund 278 is not a bank account; it is an accounting designation. As you note in your letter, AAFAF already produced summary reporting for revenues that have the "Fund 278" accounting designation, which include, but are not limited to, revenues that were used to repay bonds insured by the Monolines. The Monolines' request for every other report that pertains to Fund 278 is beyond the scope of the limited discovery allowed in this proceeding.

In the spirit of compromise, we are working to Treasury to determine what, if any, additional reports may be available.

## **4. Resolutions & Supplemental Resolutions**

We produced AAFAF's bound volume for the 2002 bonds on March 26, 2020 at HTA\_STAY0044122 - HTA\_STAY0045691.

The 1968 and 1998 resolutions that were formerly hosted on the GDB website have been produced at HTA\_STAY0029767 - HTA\_STAY0029884 and HTA\_STAY0029885 - HTA\_STAY0030002.

## **5. Flow of Funds**

As noted in our letter dated March 13, 2020, AAFAF has not located records that map account designations found in the bond documents for HTA, CCDA, or PRIFA to corresponding deposit

---

<sup>4</sup> See PRIFA\_STAY0000287 - PRIFA\_STAY0000300, PRIFA\_STAY0000613 - PRIFA\_STAY0000629, PRIFA\_STAY0001242 - PRIFA\_STAY0001654, and PRIFA\_STAY0003060 - PRIFA\_STAY0003122.



account numbers. Accordingly, as stated therein, we have provided flow of funds analyses identifying the account numbers in the flow of funds for PRIFA, CCDA, and HTA.

PRIFA

You asked us to identify which accounts comprise the Infrastructure Fund. We are investigating whether the statutory term "Infrastructure Fund" was implemented as to any particular bank account or accounts. In the meantime, we have provided you with a flow of funds document illustrating the accounts through which this \$117 million passed.

HTA

We provided the HTA flow of funds on March 25, 2020. We are providing a revised version concurrently with this letter.

CCDA

You asked us to identify which accounts comprise the (i) Assignment and Coordination Agreement Holding Fund; (ii) the Transfer Account, (iii) the Surplus Account; and (iv) the Pledge Account.

As stated in the Assignment and Coordination Agreement attached to the Lift Stay Motion, the Holding Fund is comprised of the Transfer Account and the Surplus Account. See ECF No. 10104-3, Section 2.

As reflected in the flow of funds document we provided, the Transfer Account is GDB - 9758, the Surplus Account is Scotiabank - 5144, and the Pledge Account is GDB - 9947. The flow of funds document inadvertently refers to the -9758 account as -9785. We apologize for any confusion. We are providing a revised flow of funds document concurrently with this letter.

Finally, we confirm that all relevant room taxes collected under the Hotel Occupancy Tax Act were initially deposited into Scotiabank Account Number [REDACTED] 5142 from at least January 1, 2015 to present.

\* \* \*

As always, we are available if you would like to meet and confer.

Sincerely,

/s/ Elizabeth L. McKeen

Elizabeth L. McKeen